

SEWARD & KISSEL LLP

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Attorneys for Goldman Sachs & Co.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	:	Chapter 11
LEHMAN BROTHERS HOLDINGS INC., et al.,	:	Case No. 08-13555 (JMP)
Debtors.	:	(Jointly Administered)
	:	

NOTICE OF TRANSFER OF CLAIM PURSUANT TO RULE 3001(e)(2)

1. A claim has been filed in this case (Lehman Brothers Holdings Inc., Debtor, Case No. 08-03555 (JMP)). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

2. TRANSFEROR:

Banca CR Firenze S.p.A.
Viale Carlo Magno 7
50127 Florence
Republic of Italy
Attn: Stefano Marchetti
Phone: +39 06 595 93203

3. PLEASE TAKE NOTICE of the transfer of Transferor's claim, docketed as Claim No. 37190 (the "Claim"), in the amount of at least \$21,226,500.00, against Lehman Brothers Holdings Inc. in the above referenced bankruptcy case to:

TRANSFEREE:

Goldman Sachs & Co.
200 West Street
New York, NY 10282
Attn: Dennis M. Lafferty
Phone: (212) 902 1820

4. An Evidence of Transfer of Claim is attached as Exhibit A. You are hereby requested to make all future payments and distributions, and give all notices and other communications, in respect of the Claim to the Transferee at the address above and to the undersigned at the address below.

5. I declare under penalty of perjury that the information provided in this notice and in the Evidence of Transfer of Claim is true and correct to the best of my knowledge and belief.

Dated: New York, New York
January 25, 2011

SEWARD & KISSEL LLP

By: /s/ John R. Ashmead
John R. Ashmead, Esq. (JA 4756)
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Attorneys for Goldman Sachs & Co.

EXHIBIT A



EXHIBIT C

EVIDENCE OF TRANSFER OF CLAIM

TO: Clerk, United States Bankruptcy Court, Southern District of New York

AND TO: Banca CR Firenze S.p.A.

Banca CR Firenze S.p.A., a bank organized pursuant to the laws of Italy ("Seller"), with registered office at Viale Carlo Magno 7, 50127 Florence, Republic of Italy (VAT number: 04385190485, enrolled with the Register of Companies of Florence with number: 04385190485 and enrolled with the Register of Banks held by Bank of Italy with number: 5120) for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and pursuant to the terms of an Agreement dated as of the date hereof, does hereby certify that it has unconditionally and irrevocably sold, transferred and assigned to **Göldman Sachs & Co.**, a company ("Purchaser"), with offices at 200 West Street, New York, NY 10282, all right, title and interest in and to (i) the claims of Seller against **LEHMAN BROTHERS HOLDINGS INC.** (and its affiliates) in the amount of \$21,226,500, plus interest and legal charges, docketed as Claim No. 37190 (the "Claim"), in the United States Bankruptcy Court, Southern District of New York, Case No. 08-13555 (JMP) (jointly administered), and (ii) the Notes relating to the Claim and specified in Schedule 1 attached hereto.

Seller hereby waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, and stipulates that an order may be entered recognizing this transfer and sale of the Claim as an unconditional sale and Purchaser herein as the valid owner of the Claim. You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect to the Claim to Purchaser.

IN WITNESS WHEREOF, dated as of the _____ day of _____, 2010.

Banca CR Firenze S.p.A.

WITNESS:

L. V. Sandell
(Signature)

By: John Doe
(Signature of authorized corporate officer)

Name: ROBERTO BORNELL
Title: CURRY CLASSIFICATION HEAD B/T
(Print name and title of witness)

Name Avv. Stefano Marchetti
Title: Credit Collection Head Department
Tel. 00390659593203

Goldman Sachs & Co.

WITNESS:

(Signature)

By: _____
(Signature of authorized corporate officer)

Name: _____
Title: _____
(Print name and title of witness)

Name: Dennis M. Lafferty
Title: Managing Director
Tel.: +1 212 902 1820

EXHIBIT C

EVIDENCE OF TRANSFER OF CLAIM

TO: Clerk, United States Bankruptcy Court, Southern District of New York

AND TO: **Banca CR Firenze S.p.A.**

Banca CR Firenze S.p.A., a bank organized pursuant to the laws of Italy ("Seller"), with registered office at Viale Carlo Magno 7, 50127 Florence, Republic of Italy (VAT number: 04385190485, enrolled with the Register of Companies of Florence with number: 04385190485 and enrolled with the Register of Banks held by Bank of Italy with number: 5120) for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and pursuant to the terms of an Agreement dated as of the date hereof, does hereby certify that it has unconditionally and irrevocably sold, transferred and assigned to Goldman Sachs & Co., a company ("Purchaser"), with offices at 200 West Street, New York, NY 10282, all right, title and interest in and to (i) the claims of Seller against LEHMAN BROTHERS HOLDINGS INC. (and its affiliates) in the amount of \$21,226,500, plus interest and legal charges, docketed as Claim No. 37190 (the "Claim"), in the United States Bankruptcy Court, Southern District of New York, Case No. 08-13555 (JMP) (jointly administered), and (ii) the Notes relating to the Claim and specified in Schedule 1 attached hereto.

Seller hereby waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, and stipulates that an order may be entered recognizing this transfer and sale of the Claim as an unconditional sale and Purchaser herein as the valid owner of the Claim. You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect to the Claim to Purchaser.

IN WITNESS WHEREOF, dated as of the _____ day of _____, 2010.

Banca CR Firenze S.p.A.

WITNESS:

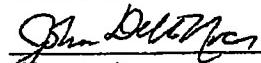
(Signature)

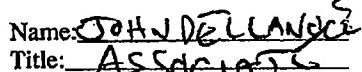
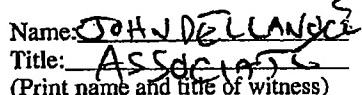
Name: _____
Title: _____
(Print name and title of witness)

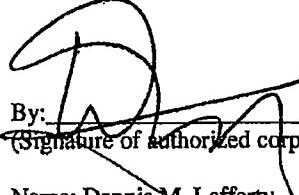
By: _____
(Signature of authorized corporate officer)

Name: Stefano Marchetti
Title: Credit Collection Head Department
Tel.: 00390659593203

WITNESS:


(Signature)

Name: 
Title: 
(Print name and title of witness)


Goldman Sachs & Co.

By: _____
(Signature of authorized corporate officer)

Name: Dennis M. Lafferty
Title: Managing Director
Tel.: +1 212 902 1820